



*FOR IMMEDIATE RELEASE*

## **CANADA COAL ANNOUNCES PROPOSED BUSINESS COMBINATION WITH SUNTRICITY CORPORATION**

**November 21<sup>st</sup>, 2014, Vancouver, BC, Canada – Canada Coal Inc. (the “Company” or “Canada Coal”), (TSX-V: CCK)** is pleased to announce that it has entered into a non-binding letter of intent dated November 16<sup>th</sup>, 2014 (the “**LOI**”) with Suntricity Corporation (“**Suntricity**”), a manufacturer of solar modules, in respect of a transaction pursuant to which Suntricity and its shareholders will complete a business combination with Canada Coal (the “**Transaction**”) whereby the shareholders of Suntricity will become shareholders of the combined entity (the “**Resulting Issuer**”). Upon completion of the Transaction, the Resulting Issuer will continue to carry on the business of Suntricity as currently constituted. The Transaction is an arm’s length transaction and will constitute a reverse takeover of Canada Coal by Suntricity pursuant to TSX Venture Exchange (“**TSX-V**”) Policy 5.2 – Change of Business and Reverse Takeovers.

Suntricity, a company incorporated under the laws of the State of Nevada in January 2010, is a manufacturer of low cost, high-efficiency photovoltaics modules, which convert sunlight directly to electricity. Photovoltaics modules continue to be the largest component of solar market growth in the world. Through the use of patented, reactive inks and traditional manufacturing, Suntricity intends to commercialize the next generation of solar modules to enable massive scalability and bring solar generated energy to ‘grid parity’ – the price point at which solar energy competes directly with electricity generated from fossil fuels. Suntricity has a contractual relationship with Kodak's functional printing organization for printing on prototype and production coating machines in Rochester, New York. Suntricity also has a Cooperative Research and Development agreement with the National Renewable Energy Laboratory in Golden, Colorado. Each of Roger Roberts of Newport Beach, California and Bill Brownrigg of Sechelt, British Columbia is a “Control Person” of Suntricity within the meaning of the policies of the TSX-V.

Pursuant to the LOI, Canada Coal and Suntricity have agreed, subject to certain standard conditions, to the following terms:

- a) Suntricity will complete a private placement of a minimum of 4,000,000 shares at a price of US\$1.25 per share for gross proceeds of a minimum of US\$5 million (the “**Minimum Private Placement**”).
- b) Assuming the completion of the Minimum Private Placement, Canada Coal will consolidate its outstanding common shares on a 1 for 20 basis.
- c) Canada Coal will change its name to Suntricity Holdings Inc. (or such other name as Suntricity may determine).
- d) All existing Canada Coal options shall be cancelled.
- e) The current directors and officers of Canada Coal will resign and will be replaced with designates of Suntricity.



It is intended that the Transaction will result in Suntricity becoming a wholly-owned subsidiary of the Resulting Issuer by way of a “three-cornered amalgamation” whereby Suntricity will amalgamate with a newly-incorporated wholly-owned subsidiary of Canada Coal and the holders of shares of Suntricity will receive common shares of Canada Coal on a one-for-one basis. For the purpose of the Transaction, Suntricity has an estimated valuation of approximately US\$18.8 million and it is expected that Canada Coal will issue to the shareholders of Suntricity, on a post consolidation basis, approximately 15.0 million common shares at a deemed price of US\$1.25 per share. Assuming completion of the Minimum Private Placement, it is anticipated that current Canada Coal shareholders, current Suntricity shareholders and subscribers under the Minimum Private Placement will hold approximately 11.0%, 70.3% and 18.7% of the common shares of the Resulting Issuer, respectively, upon completion of the Transaction.

Completion of the Transaction remains subject to a number of conditions, including receipt of necessary TSX-V and regulatory approvals, approval by the shareholders of each of the Company and Suntricity, completion of satisfactory due diligence by the Company and Suntricity, completion of definitive legal documentation, including a definitive transaction agreement (the “**Definitive Agreement**”) and completion of the Minimum Private Placement.

The Company intends to hold a special meeting of shareholders to approve certain matters ancillary to the Transaction, including a consolidation of the common shares of the Company, and a change in its name to Suntricity Holdings Inc. (or such other name as Suntricity may determine). The Company intends to obtain shareholder approval of the Transaction by way of consent from the holders of more than 50% of its Common Shares and accordingly will prepare and file a filing statement in respect of the Transaction in accordance with the policies of the TSX-V.

It is contemplated that the Definitive Agreement will be executed by no later than January 15<sup>th</sup>, 2015 and, subject to the satisfaction of all conditions precedent, it is anticipated that the closing of the Transaction will occur no later than February 27<sup>th</sup>, 2015. However, there can be no assurance that the Transaction will be completed as proposed or at all.

Trading of the common shares of the Company has been halted by the TSX-V and trading will remain halted in accordance with TSX-V policies until all required documentation with respect to the Transaction has been received and the TSX-V is otherwise satisfied that the halt should be lifted.

A press release with further particulars relating to the Transaction will follow in accordance with the policies of the TSX-V.

*Completion of the Transaction is subject to a number of conditions, including TSX-V acceptance and disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in securities of Canada Coal should be considered highly speculative.*



On behalf of the Board of Directors

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*The TSX Venture Exchange has in no way passed upon the merits of the Transaction and neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

#### **FORWARD LOOKING STATEMENTS:**

*The statements used in this press release may contain forward-looking statements, and are based on the opinions and estimates of management, or on opinions and estimates provided to, and accepted by, management. These opinions and estimates are used by management, and speak only as of the date of this press release. Forward-looking statements in this press release include, but are not limited to, the closing of the Transaction and the anticipated benefits from the Transaction. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions, including with respect to the closing of the Transaction, the timing and receipt of all applicable regulatory approvals and third party consents, the anticipated benefits from the Transaction and the satisfaction of other conditions to the completion of the Transaction. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ, possibly significantly. Although the Company believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual events or results will be consistent with these forward-looking statements. Except as required by applicable law, the Company does not undertake, and specifically disclaims, any obligation to update or revise any forward-looking information, whether as a result of new information, future developments or otherwise. Readers are therefore cautioned not to place undue reliance on any forward-looking statements.*